

99000007071

LAW OFFICES
CARPENTER & BROWN, P.A.

ROGER L. BROWN
REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
TRIAL PRACTICE-GENERAL

DANIEL T. CARPENTER
WILLS AND ESTATE PLANNING
ESTATE LITIGATION
FAMILY LAW

SAAR BUILDING • SUITE 100
701 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33334
TELEPHONE (954) 771-1850
FAX (954) 491-3689

January 14, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

900002746589--8
-01/19/99--01134--010
****122.50 *****78.75

Re: TUFF TOY COMPANY

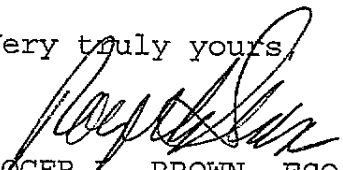
Gentlemen:

Enclosed please find two copies of the Articles of Incorporation regarding the above referenced corporation.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee (\$35.00), registered agent fee (\$35.00) and certified copy (\$52.50) for said corporation.

Please return a certified copy of the Articles of Incorporation to us in the enclosed self-addressed stamped envelope as soon as possible.

Very truly yours,


ROGER L. BROWN, ESQ.

RLB:dbk
Enclosures

FILED
99 JAN 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA
JAN 20 1999

ARTICLES OF INCORPORATION
OF
TUFF TOY COMPANY

FILED
99 JAN 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation is **TUFF TOY COMPANY**.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless
sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business permitted under the laws of
the United States, the State of Florida or any other state,
country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is
authorized to issue is 5,000 shares of common stock having a par
value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation)
for cash or property of any new stock of this corporation of the
same kind, class or series as that which he already holds, shall
have the right to purchase his pro rata share thereof (as nearly as
may be done without issuance of fractional shares) at the price per

share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6890 N.W. 30th Avenue, Fort Lauderdale, Florida 33307, and the name of the initial registered agent of this corporation at that address is JOHN BERGIN. The street address of the principal office of this corporation is 6890 N.W. 30th Avenue, Fort Lauderdale, Florida 33307.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

JOHN BERGIN

6890 N.W. 30th Avenue

Fort Lauderdale, Florida 33307

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is JOHN BERGIN, 6890 N.W. 30th Avenue, Fort Lauderdale, Florida 33307.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 14 day of January, 1999.

John Bergin
JOHN BERGIN, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

John Bergin
JOHN BERGIN, Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me on January 14, 1999, by JOHN BERGIN, who is personally known to me or who has produced his Florida Driver's License as identification.

NOTARY PUBLIC:

Donna B. Keefe
Printed Name: DONNA B. KEEFE

My Commission Expires:



DONNA B. KEEFE
COMMISSION # CC 640485
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
JAN 19 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA